

SUMMARY OF MISCELLANEOUS BYLAW REVISIONS

The following are the substantive amendments being proposed to the Our Place Society Bylaws. These are in addition to the correction of minor typographical and grammatical errors. Many are in response to the pending coming into force of the new *Societies Act*.

<u>Section</u>	<u>Current Version</u>	<u>New Version</u> (for reference only, see text of special resolution for official changes)	<u>Purpose of Change</u>
1.1(c)	(c) "Directors" means the directors of the Society elected or appointed pursuant to the Society Act, or these bylaws and "Director" means any one of the Directors.	(c) "Directors" means the directors of the Society elected or appointed pursuant to the Society Act, or <u>the Societies Act upon the Societies Act coming into force</u> , or these bylaws and "Director" means any one of the Directors.	Ensures the proper Act is referred to after Societies Act comes into force.
1.1(h)	(h) "Ordinary Resolution" means (i) a resolution passed in a general meeting by the Members by a simple majority of the votes cast; or (ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on it at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society	(h) "Ordinary Resolution" means (i) a resolution passed in a general meeting by the Members by a simple majority of the votes cast; (ii) <u>Prior to November 28, 2016</u> , a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on it at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society; <u>or</u> (iii) <u>On or after November 28, 2016</u> , a resolution that has been submitted to the Members and consented to in writing by <u>2/3 of the Members who would have been entitled to vote on it at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society.</u>	Reduces written Ordinary Resolution threshold from 75% of members to 2/3 of members upon the coming into force of the new Societies Act on November 28, 2016. The lower threshold is not available under the current Act.
1.1(k.1)	*New Provision*	<u>(k.1) "Societies Act" means, upon it coming into force, the Societies Act of the Province of British Columbia from time to time in force and all amendments to it.</u>	Creates definition of new Societies Act.
1.1(l)	(l) "Special Resolution" means (i) a resolution passed in a general meeting by a majority of not less than	(l) "Special Resolution" means (i) <u>prior to November 28, 2016</u> , a resolution passed in a general meeting by a	Reduces special resolution threshold from 75% of members to 2/3 of members upon the

	<p>75% of the votes of those Members who, being entitled to do so, vote</p> <p>(A) of which the notice that these bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or</p> <p>(B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given;</p> <p>(ii) a resolution consented to in writing by every Member of the Society who would have been entitled to vote on it at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society.</p>	<p>majority of not less than 75% of the votes of those Members who, being entitled to do so, vote</p> <p>(A) of which the notice that these bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or</p> <p>(B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given;</p> <p><u>(ii) on or after November 28, 2016, a resolution passed in a general meeting by a majority of not less than 2/3 of the votes of those Members who, being entitled to do so, vote</u></p> <p><u>(A) of which the notice that these bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or</u></p> <p><u>(B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given;</u></p> <p>(iii) a resolution consented to in writing by every Member of the Society who would have been entitled to vote on it at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society.</p>	<p>coming into force of the new Societies Act on November 28, 2016. The lower threshold is not available under the current Act.</p>
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1.2	1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.	1.2 The definitions in the Society Act, <u>or the Societies Act if the Societies Act is then in force</u> , on the date these bylaws become effective apply to these bylaws.	Ensures the proper Act is referred to after Societies Act comes into force.
3.1	3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act and these bylaws, that the Board decides.	3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act <u>or the Societies Act upon the Societies Act coming into force</u> , and these bylaws, that the Board decides.	Ensures the proper Act is referred to after Societies Act comes into force.
4.10	4.10 Any issue at a general meeting not required by these bylaws or the Society Act to be decided by a Special Resolution shall be decided by an Ordinary Resolution.	4.10 Any issue at a general meeting not required by these bylaws or the Society Act, <u>or the Societies Act upon the Societies Act coming into force</u> , to be decided by a Special Resolution shall be decided by an Ordinary Resolution.	Ensures the proper Act is referred to after Societies Act comes into force.
4.18	4.18 Subject to the Society Act and these bylaws, all matters of procedure shall be resolved in accordance with the rules set out in Roberts Rules of Order, most current edition.	4.18 Subject to the Society Act, <u>the Societies Act upon the Societies Act coming into force</u> and these bylaws, all matters of procedure shall be resolved in accordance with the rules set out in Roberts Rules of Order, most current edition.	Ensures the proper Act is referred to after Societies Act comes into force.
5.1.3	*New Provision*	<u>5.1.3 The Board may establish policies and processes for the nomination of Directors who will stand for election at a general meeting, including but not limited to establishing that nominations of Directors must be made in writing and delivered to the Board in a certain format and by a certain date or time that is prior to the date of the general meeting, provided that such policies and processes are communicated to the members by notice no later than 30 days prior to any general meeting at which an election of Directors is to occur and 15 days prior to any deadline for nomination set therein.</u>	This provision gives the Board the ability to establish nomination policies and processes. The intent is that such policies and processes will ensure that the members have sufficient information and notification of those who will be standing for election, and ensure that nominations and elections are held in a transparent and organized manner.
5.11	5.11 Except as otherwise determined by Special Resolution, the number of Directors shall be no less than six, and no greater than sixteen.	5.11 Except as otherwise determined by Special Resolution, the number of Directors shall be no less than six, and no greater than sixteen, <u>however, commencing on the date of the first annual general meeting in 2017, and except as otherwise determined by Special Resolution, the number of Directors shall be no less than six, and no greater than fourteen.</u>	Changes the maximum number of members on the board of directors from 16 to 14 as of the next AGM. This will make meetings more manageable and ensure board meetings are as productive as possible.
6.2	6.2 The quorum for a meeting of the Board is 60% of the current	6.2 The quorum for a meeting of the Board is <u>51%</u> of the current	This will reduce the number of directors

	appointed Active Directors.	appointed Active Directors.	required to hold valid meetings from 10 to 9 in a 16 person board, ensuring important business is not delayed due to a lack of quorum.
11.3	<p>11.3 The Board may delegate its powers and duties with respect to investment of funds of the Society to one or more of the following:</p> <ul style="list-style-type: none"> (a) a committee of the Board; (b) one or more investment counsel; and (c) a trust company authorized by law to perform such functions; <p>to the extent that a prudent person might delegate such powers and duties in accordance with ordinary business practice. Subject to the provisions of the Society Act, no Director shall be personally liable for any loss or damage arising in any manner by reason of such delegation provided always that the Board shall exercise prudence in the selection and supervision of a delegate or delegates, as the case may be.</p>	<p>11.3 The Board may delegate its powers and duties with respect to investment of funds of the Society to one or more of the following:</p> <ul style="list-style-type: none"> (a) a committee of the Board; (b) one or more investment counsel; and (c) a trust company authorized by law to perform such functions; <p>to the extent that a prudent person might delegate such powers and duties in accordance with ordinary business practice. Subject to the provisions of the Society Act, <u>and the Societies Act upon the Societies Act coming into force</u>, no Director shall be personally liable for any loss or damage arising in any manner by reason of such delegation provided always that the Board shall exercise prudence in the selection and supervision of a delegate or delegates, as the case may be.</p>	Ensures the proper Act is referred to after Societies Act comes into force.
14.1	<p>14.1 The Society shall have an auditor, qualified as described in sections 42 and 43 of the Society Act to audit the annual financial statements of the Society in accordance with generally accepted auditing standards.</p>	<p>14.1 The Society shall have an auditor, qualified as described in sections 42 and 43 of the Society Act <u>or as described in the Societies Act upon the Societies Act coming into force</u>, to audit the annual financial statements of the Society in accordance with generally accepted auditing standards.</p>	Ensures the proper Act is referred to after Societies Act comes into force.
14.5	<p>14.5 An auditor may be removed by Ordinary Resolution or, if the auditor is not or ceases to be qualified as described by sections 42 and 43 of the Society Act by the Board.</p>	<p>14.5 An auditor may be removed by Ordinary Resolution or, if the auditor is not or ceases to be qualified as described by sections 42 and 43 of the Society Act <u>or as described in the Societies Act upon the Societies Act coming into force</u>, by the Board.</p>	Ensures the proper Act is referred to after Societies Act comes into force.
16.1	<p>16.1 Subject to the provisions of the Society Act, each officer, director, employee or agent of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being, or having been an officer, director, employee or agent of the</p>	<p>16.1 Subject to the provisions of the Society Act, <u>or the Societies Act upon the Societies Act coming into force</u>, each officer, director, employee or agent of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being,</p>	Ensures the proper Act is referred to after Societies Act comes into force.

	<p>Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer, director, employee or agent. "Derelict" shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.</p>	<p>or having been an officer, director, employee or agent of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer, director, employee or agent. "Derelict" shall mean grossly negligent, criminally negligent, intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.</p>	
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